

**AGENDA  
CORPORATIONS COMMITTEE**

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**Sacramento, California  
Department of Corporations  
1515 K Street  
Sacramento, CA**

**Friday, March 2, 2007  
9:30 a.m. to 12:30 p.m.**

**I. ADMINISTRATIVE MATTERS**

1. Opening remarks and announcements: Deming/Wood
2. Introduction of and Comments by Preston DuFauchard, California Corporations Commissioner
3. Approval of minutes: Sostrin

**II. AGENCY AND LIAISONS' REPORTS**

1. Securities and Exchange Commission: Tyson
2. NASD: Webber [track down new liason]
3. Department of Corporations: LeBas/Monahan
4. Secretary of State: Bogart
5. Office of Governmental Affairs: Doyle
6. BLS Committee liaison reports
  - ADR: Lebrecht
  - Corporate Law Departments: Mathews
  - Cyberspace Law: Thompson
  - Financial Institutions: Occhiolini
  - Non-Profit Corporations: Sawyers
  - Partnerships and LLCs: Britt
  - UCC: Hong
  - Executive Committee: Hazen

**III. SUBCOMMITTEE REPORTS**

1. Legislation: Harmon
  - ALP re Close Corps: Harmon
  - New Legislation Update: Harmon
    - AB 251: Sawyers/Gemello/Britt
    - SB 294 Corporate Disclosure Act: Harmon/Deming/add new member

- Others
  - Proposed Topics for New ALPs: Harmon
    - Spousal consents
    - Section 1101 (mergers): Dibble
- 2. Communications/Website: Delfino
  - E-bulletin Topics: March and April
  - Website Update
  - Extranet
- 3. Education/Publications: Hong
  - Programs
    - Sep. 2007 Annual Meeting
      - Recent Developments
      - 25102(o)
      - Attorney-Client Privilege FRE 502
    - Stock Option Presentation: Deming
  - Publications/BLN Article
    - Request for topics
- 4. Litigation: Deibert

#### **IV. ONGOING PROJECTS**

1. Section 2115 Project: Britt/Lebrecht/Flanagan/Deming
2. Letter to Judicial Advisory Committee on Rule 502: Wood/Weakley/Heinecke
3. Business Entity Name Issues: Thompson/Matthews
4. 25102(o) Reform -- round two in March
5. Privilege Issues:
  - ABA Task Force on Attorney-Client Privilege: Mathews/Froch
  - Office of Rural Legal Assistance: Deibert
6. Venture Capital Opinion Project: Gemello

#### **V. NEW BUSINESS (if needed)**

#### **Note:**

Lunch to follow at the Sutter Club

Keynote Speaker: The Honorable Debra Bowen, California Secretary of State